

**DECLARATION OF JAY FLATT UNDER 28 U.S.C. § 1746**

1. My name is Jay Flatt. I am the Chief Financial Officer of CPF Living Communities II, LLC, which is the parent company of CPF Living Communities II-Woodhaven, LLC and CPF Living Communities II Acquisitions, LLC. I am making this Declaration in support of a Motion to Dismiss for Improper Venue or, in the Alternative, Motion to Transfer. I have personal knowledge of the facts set forth in this Declaration, and those facts are true and correct.

2. The term “CPF Defendants” refers to (1) CPF Living Communities II-Woodhaven, LLC; and (2) CPF Living Communities II Acquisitions, LLC.

3. CPF Living Communities II-Woodhaven, LLC (hereafter, “CPF Woodhaven”) is a Delaware limited liability company with its principal place of business at 980 North Michigan Avenue, Suite 1998, Chicago, Illinois 60611. CPF Woodhaven does not maintain and has never maintained a place of business in the Eastern District of Texas. CPF Woodhaven does not have any employees. The project that is the subject of this lawsuit (the “Woodhaven Village Project”) is the only project within Texas that CPF Woodhaven has ever been involved with. CPF Woodhaven has never owned, leased, rented, or developed any property located within the Eastern District of Texas.

4. CPF Living Communities II Acquisitions, LLC (hereafter, “CPF Acquisitions”) is a Delaware limited liability company with its principal place of business at 980 North Michigan Avenue, Suite 1998, Chicago, Illinois 60611. The Complaint contains no factual allegations about CPF Acquisitions other than it is the “governing person” of CPF Woodhaven. CPF Acquisitions does not maintain and has never maintained a place of business in the Eastern District of Texas. CPF Acquisitions does not have any employees. The Woodhaven Village Project is the only project within Texas that CPF Acquisitions has ever been involved with. CPF Acquisitions has never owned, leased, rented, or developed any property within the Eastern District of Texas.

5. In sum, neither of the CPF Defendants maintain or have ever maintained a place of business in the Eastern District of Texas. Neither of the CPF Defendants own or lease or have ever owned or leased real or personal property in the Eastern District of Texas. Neither of the CPF Defendants have ever had any employees who work or reside in the Eastern District of Texas. Neither of the CPF Defendants maintain or have ever maintained a bank account in the Eastern District of Texas. Neither of the CPF Defendants solicit, conduct, or have ever solicited or conducted business in the Eastern District of Texas. Neither of the CPF Defendants have ever distributed any advertising or marketing materials in the Eastern District of Texas or targeted any advertising or marketing materials to residents of the Eastern District of Texas.

6. Neither of the CPF Defendants did anything related to the Woodhaven Village Project within the Eastern District of Texas. The Complaint does not allege that any of the underlying acts or omissions occurred in the Eastern District of Texas. I am not aware of any person who resides in the Eastern District of Texas who has any knowledge regarding the allegations made in the Complaint. Neither of the CPF Defendants had contact with Plaintiffs, nor did the CPF Defendants have any awareness of Plaintiffs’ purported connection to the Woodhaven Village Project, until after the lawsuit was filed.

7. The Woodhaven Village Project is located in Conroe, Texas. All paper and electronic documents potentially relevant to this case that are in the possession of the CPF Defendants are located in their offices at 980 North Michigan Avenue, Suite 1998, Chicago, Illinois 60611. All potential witnesses associated with the CPF Defendants are located in Illinois.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 18, 2019

  
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Jay Flatt